

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

Greens 126 LP

DEBTOR

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No. 08-36470
Chapter 11

Application of Debtor for Authority to Appoint and Retain Counsel

COMES NOW, Greens 126, L.P., Debtor herein, and respectfully requests the following:

1. Debtor filed a petition for relief under Chapter 11 of the Bankruptcy Code on October 7, 2008 and is a Debtor in possession in accordance with Sections 1107 and 1108 of the Bankruptcy Code.

2. In the operation and management of the business of the Debtor, as Debtor-in-possession, numerous legal questions and matters will arise which require the services and advice of counsel. Services of counsel will also be required in connection with the negotiation and submission of a Plan of Reorganization satisfactory to the creditors of the Debtor.

3. For the reasons stated above, Debtor is of the view that it is necessary for it to be authorized to retain counsel to assist in connection with its duties and responsibilities as Debtor-in-possession and in connection with proposing a plan of reorganization. Debtor has sought the advice and counsel of Marjorie Payne Britt and the firm of Britt & Catrett, P.C. and suggest to this court that Marjorie Payne Britt and the firm of Britt & Catrett, P.C., be appointed to act as counsel.

4. To the best of the Debtor's knowledge and belief, Marjorie Payne Britt and Britt & Catrett, P.C. are disinterested and do not hold or represent any interest adverse to the

Debtor's bankruptcy estate. Moreover, Marjorie Payne Britt and Britt & Catrett, P.C. have no connections with the Debtor, creditors or any other party-in-interest, their respective attorneys and accountants, the United States Trustee or any person employed in the office of the United States Trustee other than as disclosed in the Verified Statement under Bankruptcy Rule 2014 by Marjorie Payne Britt and Britt & Catrett, P.C. filed contemporaneously herewith, as follows:

Marjorie Payne Britt and Britt & Catrett, P.C. commenced representation of the above-captioned pre-filing Debtor in connection with its Chapter 11 bankruptcy case on October 6, 2008.

Marjorie Payne Britt and Britt & Catrett, P.C. have no connection with the United States Trustee's Office.

Retention and employment of Marjorie Payne Britt and Britt & Catrett, P.C. would be to the material benefit of the Debtor and would aid the prompt and satisfactory submission of a Plan of Reorganization.

5. The fees which would be charged to the Debtor as Debtor-in-possession, would be the normal and ordinary fees charged by Marjorie Payne Britt and Britt & Catrett, P.C. on a general retainer basis, with respect to other similar matters. Marjorie Payne Britt and Britt & Catrett P.C. have filed contemporaneously herewith the Bankruptcy Rule 2016(b) Disclosure of Compensation on setting forth the proposed arrangement for Compensation. Marjorie Payne Britt and Britt & Catrett, P.C. have been selected by the Debtor because of their expertise in handling other bankruptcy cases.

WHEREFORE, PREMISES CONSIDERED, Greens 126 L.P., as Debtor-in-possession, requests this court to authorize the employment of Marjorie Payne Britt and the firm of Britt & Catrett, P.C. on a general-retainer basis, for all matters in any way relating to

the above-captioned case, including, without limitation, the presentation for acceptance and confirmation of a Plan of Reorganization.

Respectfully submitted this the 7th day of October, 2008

Greens 126, L.P.

/s/Andrew Zel

Andrew Zel
Project Manager
Greens 126, L.P.

Certificate of Service

I, the undersigned, hereby certify that a true and correct copy of the foregoing instrument has been duly served upon the entities listed below by First Class Mail, Postage Pre-paid or by electronic means on this the 7th day of October, 2008.

Respectfully submitted,

/s/Marjorie Payne Britt
Marjorie Payne Britt
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/s/Marjorie Payne Britt